

INSTRUMENT PREPARED BY
VIRGINIA GAS AND OIL BOARD

ORDER RECORDED UNDER CODE
OF VIRGINIA SECTION 45.1-361.26

VIRGINIA:

BEFORE THE VIRGINIA GAS AND OIL BOARD

APPLICANT:	<u>Range Resources-Pine Mountain, Inc.</u>)	VIRGINIA GAS
)	AND OIL BOARD
RELIEF SOUGHT:	(1) ESTABLISHMENT OF THE DRILLING)	
	UNIT DEPICTED IN EXHIBIT A HERETO)	DOCKET NO.
	AND SERVED BY WELL NO. <u>V-530046</u>)	<u>VGOB-09-0120-2459</u>
	containing 112.69 acres)	
	(herein "Subject Drilling Unit"))	
	PURSUANT TO VA. CODE § 45.1-361.20;)	
	(2) POOLING OF INTERESTS IN)	
	SUBJECT DRILLING UNIT PURSUANT TO)	
	VA. CODE § 45.1-361.21, FOR THE)	
	PRODUCTION OF GAS OTHER THAN)	
	COALBED METHANE GAS FROM SUBJECT)	
	FORMATIONS (herein referred)	
	to as " Conventional Gas " or "Gas");)	
	and (3) DESIGNATE THE APPLICANT)	
	AS THE UNIT OPERATOR FOR THE)	
	SUBJECT DRILLING UNIT)	
LEGAL DESCRIPTION:)	
	DRILLING UNIT SERVED BY WELL NUMBERED)	
	<u>V-530046</u> TO BE DRILLED IN)	
	THE LOCATION DEPICTED ON EXHIBIT A HERETO,)	
	<u>Eivens Tiller Heirs Tract</u>)	
	50.15 acres,)	
	DUTY QUADRANGLE)	
	ERVINTON DISTRICT)	
	DICKENSON COUNTY, VIRGINIA)	
	(the "Subject Lands" are more particularly)	
	described on Exhibit A attached hereto)	
	and made a part hereof))	
TAX MAP IDENTIFICATION NUMBERS:)	
	TAX MAP IDENTIFICATION NUMBERS FOR ALL PARCELS)	
	AFFECTED BY THIS ORDER ARE SHOWN ON EXHIBIT(S))	
	<u>B-3</u> WHICH IS/ARE ATTACHED TO AND A PART OF)	
	THIS ORDER.)	

REPORT OF THE BOARD

FINDINGS AND ORDER

1. Hearing Date and Place: This matter came on for hearing before the Virginia Gas and Oil Board (hereafter "Board") at **9:00 a.m.** on **January 20, 2009**, at the Southwest Virginia Higher Education Center on the campus of Virginia Highlands Community College, Room 240, Abingdon, Virginia.

2. Appearances: **Timothy E. Scott** appeared for the Applicant. **Sharon M. B. Pigeon**, Assistant Attorney General, was present to advise the Board.

3. Jurisdiction and Notice: Pursuant to Va. Code § 45.1-361.1 *et seq.*, the Board finds that it has jurisdiction over the subject matter. Based upon the evidence presented by Applicant, the Board also finds that the Applicant has (1) exercised due diligence in conducting a meaningful search of reasonably available sources to determine the identity and whereabouts of each gas and oil owner, coal owner, or mineral owner having an interest in Subject Drilling Unit underlying and comprised of Subject Lands; (2) has represented to the Board that it has given notice to those parties (hereafter sometimes "person(s)" whether referring to individuals, corporations, partnerships, associations, companies, businesses, trusts, joint ventures or other legal entities) entitled by Va. Code § 45.1-361.19 to notice of the Application filed herein; and (3) that the persons set forth in their Application and Notice of Hearing have been identified by Applicant through its due diligence as Owners or Claimants of Conventional Gas interests underlying Subject Drilling Unit, including those set out in **Exhibit B-3** who have not heretofore leased, sold or voluntarily agreed with the Applicant to pool their Gas interests in Subject Drilling Unit. Unknown and/or Unlocatable Owners/Claimants in the Subject Drilling Unit are listed on **Exhibit E**. Further, the Board has caused notice of this hearing to be published as required by Va. Code § 45.1-361.19 B. Whereupon, the Board hereby finds that the notices given herein satisfy all statutory requirements, Board rule requirements and the minimum standards of due process.

4. Amendments: Exhibits B and B-3.

5. Dismissals: Marcia Smyth

6. Relief Requested: Applicant requests (1) that pursuant to Va. Code § 45.1-361.20, the Board establish Subject Drilling Unit to be served by **Well No. V-530046**; and (2) that pursuant to Va. Code § 45.1-361.21, the Board pool the rights, interests and estates in and to the Conventional Gas of the known and unknown persons listed in the attached **Exhibit B-3**, and that of their known and unknown heirs, executors, administrators, devisees, trustees, assigns and successors, both immediate and remote, for the drilling and operation, including production, of Conventional Gas from the Subject Drilling Unit established for Subject Formations underlying and comprised of the Subject Lands, (hereafter sometimes collectively identified and referred to as "Well Development and/or Operation in the Subject Drilling Unit"); and, (3) that the Board designate **Range Resources-Pine Mountain, Inc.** as Unit Operator.

7. Relief Granted: The requested relief in this cause shall be and hereby is granted.

7.1 The Board hereby: (1) establishes Subject Drilling Unit pursuant to Va. Code § 45.1-361.20; (2) pursuant to Va. Code § 45.1-361.21 C 3, designates **Range Resources-Pine Mountain, Inc.** (hereinafter "Unit Operator") as the Operator authorized to drill and operate **Well No. V-530046** in the Subject Drilling Unit at the location depicted on the plat attached hereto as **Exhibit A** to produce Conventional Gas from Subject Formations, subject to the permit provisions contained in § 45.1-361.27 *et seq.*, Code of Virginia, 1950 as amended, to § 4 VAC 25-150 *et seq.*, Gas and Oil Regulations and to § 4 VAC 25-160 *et seq.*, Virginia Gas and Oil Board Regulations, all as amended from time to time; and (3) pursuant to Va. Code § 45.1-361.21A, the rights, interests, and estates in and to the Conventional Gas in Subject Drilling Unit including those of the known and unknown persons listed on **Exhibit B-3**, attached hereto and made a part hereof, and their known and unknown heirs, executors, administrators, devisees, trustees, assigns, and successors, both immediate and remote, be and hereby are pooled in the Subject Formations in the Subject Drilling Unit underlying and comprised of the Subject Lands. There are no applicable field rules and the unit is subject to statewide spacing requirements of Va. Code § 45.1-361.17.

8. Election and Election Period: In the event any Gas owner named in the Application and Notice of Hearing has not heretofore reached a voluntary agreement to share in the operation of the well to be located in Subject Drilling Unit at a rate of payment mutually agreed to by said Gas owner and the

Operator, then, such person may elect one of the options set forth in Paragraph 9 below and must give written notice of his election of the option selected under Paragraph 9 herein to the designated Unit Operator at the address shown below within thirty (30) days from the date of receipt of a copy of this Order. A timely election shall be deemed to have been made if, on or before the last day of said 30-day period, such electing person has delivered his written election to the designated Unit Operator at the address shown below or has duly postmarked and placed his written election in first class United States mail, postage prepaid, addressed to the Unit Operator at the address shown below.

9. Election Options:

- 9.1 Option 1 - To Participate In The Development and Operation of the Drilling Unit: Any Gas Owner or Claimant named in **Exhibit B-3** who has not reached a voluntary agreement with the Operator may elect to participate in the Well Development and Operation on the Subject Drilling Unit (hereafter "Participating Operator") by agreeing to pay the estimate of such Participating Operator's proportionate part of the actual and reasonable costs, including a reasonable supervision fee, of the Well Development and Operation, as more particularly set forth in Virginia Gas and Oil Board Regulation 4 VAC 25-160-100 (herein "Completed for Production Costs"). Further, a Participating Operator agrees to pay the estimate of such Participating Operator's proportionate part of the Estimated, Completed-for-Production Costs as set forth below to the Unit Operator within forty-five (45) days from the later of the date of mailing or the date of recording of this Order. The estimated Completion-for-Production Costs for the Subject Drilling Unit are as follows:

Estimated, Completed-for-Production Costs: **\$720,115.00**

Any gas owner and/or claimants named in **Exhibit B-3**, who elects this option (Option 1) understands and agrees that their initial payment under this option is for their proportionate share of the Applicant's estimate of actual costs and expenses. It is also understood by all persons electing this option that they are agreeing to pay their proportionate share of the actual costs and expenses as determined by the operator in this Board Order.

A Participating Operator's proportionate cost hereunder shall be the result obtained by multiplying the Participating Operator's "Percent of Unit" times the Completed-for-Production Cost set forth above. Provided, however, that in the event a Participating Operator elects to participate and fails or refuses to pay the estimate of his proportionate part of the Completed-for-Production Cost as set forth above, all within the time set forth herein and in the manner prescribed in Paragraph 8 of this Order, then such Participating Operator shall be deemed to have elected not to participate and to have elected compensation in lieu of participation pursuant to Paragraph 9.2 herein.

- 9.2 Option 2 - To Receive A Cash Bonus Consideration: In lieu of participating in the Well Development and Operation of Subject Drilling Unit under Paragraph 9.1 above, any Gas Owner or Claimant named in **Exhibit B-3** in the unit who has not reached a voluntary agreement with the Operator may elect to accept a cash bonus consideration of **\$5.00** (paid up lease) per net mineral acre owned by such person, commencing upon entry of this Order and continuing annually until commencement of production from Subject Drilling Unit, and thereafter a royalty of 1/8th of 8/8ths [twelve and one-half percent (12.5%)] of the net proceeds received by the Unit Operator for the sale of the Gas produced from any Well Development and Operation covered by this Order multiplied by the Gas owner's percentage Interest Within Unit as set forth in the Application and Notice of Hearing (for purposes of this Order, net proceeds shall be actual proceeds

received less post-production costs incurred downstream of the wellhead, including, but not limited to, gathering, compression, treating, transportation and marketing costs, whether performed by Unit Operator or a third person) as fair, reasonable and equitable compensation to be paid to said Gas owner. The initial cash bonus shall become due and owing when so elected and shall be tendered, paid or escrowed within one hundred twenty (120) days of recording of this Order. Thereafter, annual cash bonuses, if any, shall become due and owing on each anniversary of the date of recording of this Order in the event production from Subject Drilling Unit has not theretofore commenced, and once due, shall be tendered, paid or escrowed within sixty (60) days of said anniversary date. Once the initial cash bonus and the annual cash bonuses, if any, are so paid or escrowed, said payment(s) shall be satisfaction in full for the right, interests, and claims of such electing Gas owner in and to the Gas produced from Subject Formation in the Subject Lands, except, however, for the 1/8th royalties due hereunder.

Subject to a final legal determination of ownership, the election made under this Paragraph 9.2, when so made, shall be satisfaction in full for the right, interests, and claims of such electing person in any Well Development and Operation covered hereby and such electing person shall be deemed to and hereby does lease and assign its right, interests, and claims in and to the Gas produced from Subject Formation in the Subject Drilling Unit to the Applicant.

- 9.3. Option 3 - To Share In The Development And Operation As A Non-Participating Person On A Carried Basis And To Receive Consideration In Lieu Of Cash: In lieu of participating in the Well Development and Operation of Subject Drilling Unit under Paragraph 9.1 above and in lieu of receiving a cash bonus consideration under Paragraph 9.2 above, any Gas Owner or Claimant named in **Exhibit B-3** hereto who does not reach a voluntary agreement with the Operator may elect to share in the Well Development and Operation of Subject Drilling Unit on a carried basis (as a "Carried Well Operator"] so that the proportionate part of the Completed-for-Production Costs hereby allocable to such Carried Well Operator's interest is charged against such Carried Well Operator's share of production from Subject Drilling Unit. Such Carried Well Operator's rights, interests, and claims in and to the Gas in Subject Drilling Unit shall be deemed and hereby are assigned to the Unit Operator until the proceeds from the sale of such Carried Well Operator's share of production from Subject Drilling Unit (exclusive of any royalty, excess or overriding royalty, or other non-operating or non cost-bearing burden reserved in any lease, assignment thereof or agreement relating thereto covering such interest) equals three hundred percent (300%) for a leased interest or two hundred percent (200%) for an unleased interest (whichever is applicable) of such Carried Well Operator's share of the Completed-for-Production Costs allocable to the interest of such Carried Well Operator. Any Gas Owner and/or Claimant named in **Exhibit B-3** who elects this option (Option 3) understands and agrees that Completed-for-Production Costs are the Operator's actual costs for well development and operation. When the Unit Operator recoups and recovers from such Carried Well Operator's assigned interest the amounts provided for above, then, the assigned interest of such Carried Well Operator shall automatically revert back to such Carried Well Operator, and from and after such reversion, such Carried Well Operator shall be treated as if it had participated initially under Paragraph 9.1 above; and thereafter, such participating person shall be charged with and shall pay his proportionate part of all further costs of such well development.

Subject to a final legal determination of ownership, the election made under this Paragraph 9.3, when so made, shall be satisfaction in full for the right, interests, and claims of such electing person in any well development and operation covered hereby and such electing person shall be deemed to have and hereby does assign his right, interests, and claims in and to the Gas produced from Subject Formation in the Subject Drilling Unit to the Unit Operator for the period of time during which his interest is carried as above provided prior to its reversion back to such electing person.

10. Failure to Properly Elect: In the event a person named in **Exhibit B-3** hereto does not reach a voluntary agreement with the Applicant and fails to do so within the time, in the manner, and in accordance with the terms of this Order one of the alternatives set forth in Paragraph 9 above for which his interest qualifies, then such person shall be deemed to have elected not to participate in the proposed Well Development and Operation in Subject Drilling Unit and shall be deemed, subject to any final legal determination of ownership, to have elected to accept as satisfaction in full for such person's right, interests, and claims in and to the Gas the consideration provided in Paragraph 9.2 above for which its interest qualifies and shall be deemed to have leased and/or assigned his right, interests, and claims in and to Gas in the Subject Drilling Unit to the Unit Operator. Persons who fail to properly elect shall be deemed to have accepted the compensation and terms set forth herein at Paragraph 9.2 in satisfaction in full for the right, interests, and claims of such person in and to the Gas produced from Subject Formation underlying Subject Lands.

11. Default By Participating Person: In the event a person named in **Exhibit B-3** elects to participate under Paragraph 9.1, but fails or refuses to pay, to secure the payment or to make an arrangement with the Unit Operator for the payment of such person's proportionate part of the Estimated Completed-for-Production costs as set forth herein, all within the time and in the manner as prescribed in this Order, then such person shall be deemed to have withdrawn his election to participate and shall be deemed to have elected to accept as satisfaction in full for such person's right, interests, and claims in and to the Gas the consideration provided in Paragraph 9.2 above for which his interest qualifies depending on the excess burdens attached to such interest. Whereupon, any cash bonus consideration due as a result of such deemed election shall be tendered, paid or escrowed by Unit Operator within one hundred twenty (120) days after the last day on which such defaulting person under this Order should have paid his proportionate part of such cost or should have made satisfactory arrangements for the payment thereof. When such cash bonus consideration is paid or escrowed, it shall be satisfaction in full for the right, interests, and claims of such person in and to the Gas underlying Subject Drilling Unit in the Subject Lands covered hereby, except, however, for any 1/8th royalties which would become due pursuant to Paragraph 9.2 hereof.

12. Assignment of Interest: In the event a person named in **Exhibit B-3** is unable to reach a voluntary agreement to share in the Well Development and Operation contemplated by this Order at a rate of payment agreed to mutually by said Owner or Claimant and the Applicant, and said person elects or fails to elect to do other than participate under Paragraph 9.1 above in the Well Development and Operation in Subject Drilling Unit, then such person shall be deemed to have and shall have assigned unto Applicant such person's right, interests, and claims in and to said well, in Subject Formations in Subject Drilling Unit, and other share in and to Gas production to which such person may be entitled by reason of any election or deemed election hereunder in accordance with the provisions of this Order governing said elections.

13. Unit Operator (or Operator): **Range Resources-Pine Mountain, Inc.** shall be and hereby is designated as Unit Operator authorized to drill and operate **Well No. V-530046** in Subject Formations in Subject Drilling Unit, all subject to the permit provisions contained in Va. Code § 45.1-361.27 *et seq.*, §§ 4 VAC 25-150 *et seq.*, Gas and Oil Regulations and §§ 4 VAC 25-160 *et seq.*, Virginia Gas and Oil Board Regulations, all as amended from time to time, and all elections required by this Order shall be communicated to Unit Operator in writing at the address shown below:

Range Resources-Pine Mountain, Inc.
406 West Main Street
P. O. Box 2136
Abingdon, VA 24212
Phone: (276) 619-2583
Fax: (276) 628-7246
Attn: Phil Horn, District Landman

14. Commencement of Operations: Unit Operator shall commence or cause to commence operations for the drilling of the well covered hereby within seven hundred and thirty (730) days from the date of this Order and shall prosecute the same with due diligence. If Unit Operator shall not have so commenced and/or prosecuted, then this Order shall terminate, except for any cash sums becoming payable hereunder; otherwise, unless sooner terminated by Order of the Board, this Order shall expire at 12:00 P.M. on the date on which the well covered by this Order is permanently abandoned and plugged. However, in the event an appeal is taken from this Order, then the time between the filing of the Petition for Appeal and the final Order of the Circuit Court shall be excluded in calculating the two-year period referenced herein.

15. Operator's Lien: Unit Operator, in addition to the other rights afforded hereunder, shall have a lien and a right of set off on the Gas estates, rights, and interests owned by any person subject hereto who elects to participate under Paragraph 9.1 in the Subject Drilling Unit to the extent that costs incurred in the drilling or operation on the Subject Drilling Unit are a charge against such person's interest. Such liens and right of set off shall be separable as to each separate person and shall remain liens until the Unit Operator drilling or operating the well covered hereby has been paid the full amounts due under the terms of this Order.

16. Escrow Provisions: Applicant has represented to the Board that there **are no** Unknown and/or Unlocatable Gas Owners within the Subject Drilling Unit whose interests are subject to the escrow requirements of Paragraph 16.1 of the Subject Drilling Unit; and, the Applicant has represented to the Board that there **are no** conflicting claimants in the Subject Drilling Unit whose payments are subject to the provisions of Paragraph 16.2 hereof. Therefore, by this Order and unless and until otherwise ordered by the Board, the Escrow Agent named herein, or any successor named by the Board, **is not** required to establish an interest-bearing escrow account for the Subject Drilling Unit (herein "Escrow Account"), and to receive and account to the Board pursuant to its agreement for the escrowed funds hereafter described in Paragraphs 16.1 and 16.2:

Wachovia Bank, N.A.
VA7515
P. O. Box 14061
Roanoke, VA 24038
Attention: Judy Barger
Telephone: (540) 563-7764

- 16.1 Escrow Provisions for Unknown or Unlocatable Persons: If any payment of bonus, royalty payment or other payment due and owing cannot be made because the person entitled thereto cannot be located or is unknown, then such cash bonus, royalty payment or other payment shall not be commingled with any funds of the Unit Operator and shall, pursuant to Va. Code § 45.1-361.21 D, be deposited by the Operator into the Escrow Account, commencing within one hundred twenty (120) days of recording of this Order, and continuing thereafter on a monthly basis with each deposit to be made by a date which is no later than sixty (60) days after the last day of the month being reported and/or for which funds are subject to deposit. Such funds shall be held for the exclusive use of, and sole benefit of the person entitled thereto until such funds can be paid to such

person(s) or until the Escrow Agent relinquishes such funds as required by law or pursuant to order of the Board in accordance with Va. Code § 45.1-361.21 D.

- 16.2 Escrow Provisions For Conflicting Claimants: If any payment of bonus, royalty payment, proceeds in excess of ongoing operational expenses, or other payment due and owing under this Order cannot be made because the person entitled thereto cannot be made certain due to conflicting claims of ownership and/or a defect or cloud on the title, then such cash bonus, royalty payment, proceeds in excess of ongoing operational expenses, or other payment, together with Participating Operator's Proportionate Costs paid to Unit Operator pursuant to Paragraph 9.1 hereof, if any, (1) shall not be commingled with any funds of the Unit Operator; and (2) shall, pursuant to Va. Code §§ 45.1-361.22 A 2, 45.1-361.22 A 3 and 45.1-361.22 A 4, be deposited by the Operator into the Escrow Account within one hundred twenty (120) days of recording of this Order, and continuing thereafter on a monthly basis with each deposit to be made by a date which is no later than sixty (60) days after the last day of the month being reported and/or for which funds are subject to deposit. Such funds shall be held for the exclusive use of, and sole benefit of, the person entitled thereto until such funds can be paid to such person(s) or until the Escrow Agent relinquishes such funds as required by law or pursuant to Order of the Board.
17. Special Findings: The Board specifically and specially finds:
- 17.1. Applicant is **Range Resources-Pine Mountain, Inc.** Applicant is duly authorized and qualified to transact business in the Commonwealth of Virginia;
- 17.2. Applicant **Range Resources-Pine Mountain, Inc.** is an operator in the Commonwealth of Virginia, and has satisfied the Board's requirements for operations in Virginia;
- 17.3. Applicant **Range Resources-Pine Mountain, Inc.** claims ownership of Gas leases on **91.36131944%** percent of Subject Drilling Unit and the right to explore for, develop, and produce Gas from same;
- 17.4. Applicant has proposed the drilling of **Well No. V-530046** to a depth of **6,913** feet on the Subject Drilling Unit at the location depicted on **Exhibit A** to develop the pool of Gas in Subject Formations, and to complete and operate **Well No. V-530046** for the purpose of producing Conventional Gas.
- 17.5. The estimated production of the life of the proposed **Well No. V-530046** is **300 mmcf**.
- 17.6. With this Application, notice was provided to everyone claiming an ownership interest relative to the production of conventional gas in the Subject Drilling Unit. Set forth in **Exhibit B-3**, is the name and last known address of each Owner or Claimant identified by the Applicant as Gas owners in Subject Drilling Unit who has not, in writing, leased to the Applicant or the Unit Operator or agreed to voluntarily pool his interests in Subject Drilling Unit for its development. Gas interests unleased to the Operator and listed in **Exhibit B-3** represent **8.63868056%** percent of Subject Drilling Unit;
- 17.7. Applicant's evidence established that the fair, reasonable and equitable compensation to be paid to any person in lieu of the right to participate in the Wells are those options provided in Paragraph 9 above;
- 17.8. The Subject Drilling Unit does not constitute an unreasonable or arbitrary exercise of Applicant's right to explore for or produce Gas;
- 17.9. The relief requested and granted is just and reasonable, is supported by substantial evidence and will afford each person listed and named in **Exhibit B-3** hereto the

opportunity to recover or receive, without unnecessary expense, such person's just and fair share of the production from Subject Drilling Unit. The granting of the Application and relief requested therein will ensure to the extent possible the greatest ultimate recovery of Conventional Gas, prevent or assist in preventing the various types of waste prohibited by statute and protect or assist in protecting the correlative rights of all persons in the subject common sources of supply in the Subject Lands. Therefore, the Board is entering an Order granting the relief herein set forth.

18. Mailing Of Order And Filing Of Affidavit: Applicant or its Attorney shall file an affidavit with the Secretary of the Board within sixty (60) days after the date of recording of this Order stating that a true and correct copy of said Order was mailed within seven (7) days from the date of its receipt by the Unit Operator to each Respondent named in **Exhibit B-3** pooled by this Order and whose address is known.

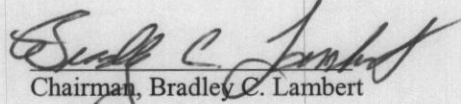
19. Availability of Unit Records: The Director shall provide all persons not subject to a lease with reasonable access to all records for Subject Drilling Unit which are submitted by the Unit Operator to said Director and/or his Inspector(s).

20. Conclusion: Therefore, the requested relief and all terms and provisions set forth above be and hereby are granted and **IT IS SO ORDERED.**

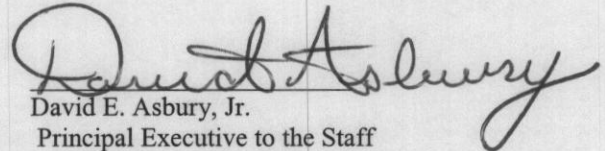
21. Appeals: Appeals of this Order are governed by the provisions of Va. Code Ann. § 45.1-361.9 which provides that any order or decision of the Board may be appealed to the appropriate circuit court.

22. Effective Date: This Order shall be effective as of the date of the Board's approval of this Application, which is set forth at Paragraph 1 above.

DONE AND EXECUTED this 31 day of August, 2009, by a majority of the Virginia Gas and Oil Board.

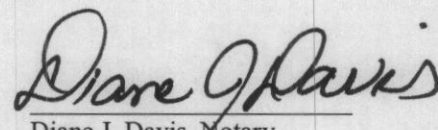

Chairman, Bradley C. Lambert

DONE AND PERFORMED THIS 31st day of August, 2009, by Order of the Board.


David E. Asbury, Jr.
Principal Executive to the Staff
Virginia Gas and Oil Board

STATE OF VIRGINIA
COUNTY OF RUSSELL

Acknowledged on this 31st day of August, 2009, personally before me a notary public in and for the Commonwealth of Virginia, appeared Bradley C. Lambert, being duly sworn did depose and say that he is Chairman of the Virginia Gas and Oil Board, and appeared David E. Asbury, Jr. being duly sworn did depose and say that he is Principal Executive toe the Staff of the Virginia Gas and Oil Board that they executed the same and were authorized to do so.


Diane J. Davis, Notary
174394

My commission expires: September 30, 2009



Exhibit "B"
V-530046 Revised 1/19/09

Tract	Lessor	Lease Status	Interest Within Unit	Gross Acreage in Unit
Gas Estate Only				
1	<u>Eivens Tiller Heirs:</u> Tax Card ID - Minerals Only			
	Charlton Tiller 1021 West Main Street Abingdon, VA 24210	Leased	3.79000000	4.27166667
	Chad & Patsy Barton, H/W P.O. Box T Haysi, VA 24256	Unleased	0.75800000	0.85433333
	Peggy Barton P.O. Box 175 Bee, VA 24217	Unleased	0.15160000	0.17086667
	Steve R. Barton P.O. Box 234 Haysi, VA 24256	Unleased	0.15160000	0.17086667
	Chandra Cheryl Bostic & Kenny Bostic, W/H HC 4 Box 278 Bee, VA 24217	Unleased	0.15160000	0.17086667
	Ricky Lane Barton & Pam Agnus Barton, H/W Box 242 Mack's Hollow Haysi, VA 24256	Unleased	0.15160000	0.17086667
	Terry Lorenzen Barton and Barbara Gayle Barton, H/W P.O. Box 499 Haysi, VA 24256	Unleased	0.15160000	0.17086667
	Louise B. Compton and James I. Compton, W/H 118 Graham Robinson Rd. Max Meadows, VA 24360	Unleased	0.75800000	0.85433333
	Pamela Barton 7544 Finney Rd. Honaker, VA 24260	Leased	0.75800000	0.85433333

Mickey W. Barton and Becky Barton, H/W 3204 Indian Creek Bee, VA 24217-9603	Unleased	0.37900000	0.42716667
Wrenda Joetta Barton P.O. Box 444 Davenport, VA 24239	Unleased	0.37900000	0.42716667
Graham Kennedy Tiller and Betty Tiller, H/W 4601 Riderwood Way Chester, VA 23831	Leased	3.79000000	4.27166667
Don & Cindy Ashworth, H/W 852 Vandalia Rd. Morgantown, WV 26501	Leased	1.89500000	2.13583333
Halbert & Peggy Ashworth H/W 23 Rose Hill Drive Bluffton, SC 29910	Leased	1.89500000	2.13583333
Carole Ann & William R. Strohm 1905 Loire Valley Road Johnson City, TN 37604	Leased	0.07895833	0.08899306
Barbara Rose & Keith Chitwood 2905 Fairway Close Terrace Lawrenceville, GA 30043	Leased	0.07895833	0.08899306
Rolfe Anthony & Mary Mullins 8784 Watt Cemetery Road Loudon, TN 37774	Leased	0.07895833	0.08899306
Tollie Conrad & Donna Mullins 8920 Fox Lake Drive Knoxville, TN 37923	Leased	0.07895833	0.08899306
Gay Revonne & Charles Gibson 9531 Grassy Meadow Blvd. Knoxville, TN 37931	Leased	0.07895833	0.08899306
Valerie Nicole & Michael Powers 608 Worcester Road Knoxville, TN 37934	Leased	0.02631944	0.02966435
Christopher Michael Mullins 1200 North Veitch St. Apt 319 Arlington, VA 22201	Leased	0.02631944	0.02966435
Julie Diane Mullins 456 Fritztown Road Sinking Spring, PA 19608	Leased	0.02631944	0.02966435

Catherine Mullins 4505 Woodbury Drive Raleigh, NC 27612	Leased	0.47375000	0.53395833
Stephen Mullins 767 College Ave. Apt. 300 Pittsburgh, PA 15232	Unleased	0.11843750	0.13348958
Brent Mullins 281 Bellemeade Memphis, Tn 38117	Leased	0.11843750	0.13348958
Marcia Smyth 713 Courtland Ave. Clarkesville, TN 37043	Leased	0.11843750	0.13348958
Para Smith 9930 New Kent HWY New Kent, VA 23124	Leased	0.11843750	0.13348958
Kelver & Mattie Mullins, H/W 904 Millercrest Dr. Johnson City, TN 37604-4315	Leased	0.47375000	0.53395833
Bert Clifford Mullins and Marjorie Mullins, H/W 26182 Beech Hideaway Abingdon, VA 24211	Leased	0.47375000	0.53395833
Geraldine & Lee Counts, W/H 204 Heather View Drive Jonesborough, TN 37659	Leased	0.47375000	0.53395833
Anna Lee & Joe Stacker, W/H 1109 Haverhill Drive Brentwood, TN 37027	Leased	0.47375000	0.53395833
Gail Avaline Bristow and Bill Bristow, W/H 1437 Villa Forest Way Knoxville, TN 37919	Leased	0.47375000	0.53395833
Travis B. Tiller Box 59 Coeburn, VA 24230	Leased	0.75800000	0.85433333
Karen T. Taylor & Don E. Taylor 653 Redwood St. Mount Carmel, TN 37645	Leased	0.75800000	0.85433333
Neil C. Tiller & Martha R. Tiller 177 Meadow Lark Lane Lebanon, VA 24266	Leased	0.75800000	0.85433333

Daisy Buchanan Tiller 80-A Earhart Road Bluff City, TN 37618-1550	Leased	0.25266667	0.28477778
Donna Tiller Sizemore and Roger Sizemore, W/H 24107 Watauga Rd. Abingdon, VA 24211	Unleased	0.25266667	0.28477778
Michael Tiller 10033 Buffalo Grove Rd. Fort Worth, TX 76108	Leased	0.25266667	0.28477778
Virgil Jack Presley and Kathleen Presley, H/W HC 4 Box 93 Davenport, VA 24239	Leased	0.18950000	0.21358333
Donnie Lee Presley HC 4 Box 93 Davenport, VA 24239	Unleased	0.18950000	0.21358333
Julia Jacquelyn Presley 1043 Boston Knoll Road Davenport, VA 24239	Leased	0.18950000	0.21358333
Virgie Dean Presley 1387 Hartwig Dr. Troy, MI 48085	Leased	0.18950000	0.21358333
2 <u>Eivens Tiller Heirs:</u> Tax Card ID - Minerals Only			
Charlton Tiller 1021 West Main Street Abingdon, VA 24210	Leased	1.03166667	1.16166667
Chad & Patsy Barton, H/W P.O. Box T Haysi, VA 24256	Unleased	0.20633333	0.23233333
Peggy Barton P.O. Box 175 Bee, VA 24217	Unleased	0.04126667	0.04646667
Steve R. Barton P.O. Box 234 Haysi, VA 24256	Unleased	0.04126667	0.04646667
Chandra Cheryl Bostic & Kenny Bostic, W/H HC 4 Box 278 Bee, VA 24217	Unleased	0.04126667	0.04646667

Ricky Lane Barton & Pam Agnus Barton, H/W Box 242 Mack's Hollow Haysi, VA 24256	Unleased	0.04126667	0.04646667
Terry Lorenzen Barton and Barbara Gayle Barton, H/W P.O. Box 499 Haysi, VA 24256	Unleased	0.04126667	0.04646667
Louise B. Compton and James I. Compton, W/H 118 Graham Robinson Rd. Max Meadows, VA 24360	Unleased	0.20633333	0.23233333
Pamela Barton 7544 Finney Rd. Honaker, VA 24260	Leased	0.20633333	0.23233333
Mickey W. Barton and Becky Barton, H/W 3204 Indian Creek Bee, VA 24217-9603	Unleased	0.10316667	0.11616667
Wrenda Joetta Barton P.O. Box 444 Davenport, VA 24239	Unleased	0.10316667	0.11616667
Graham Kennedy Tiller and Betty Tiller, H/W 4601 Riderwood Way Chester, VA 23831	Leased	1.03166667	1.16166667
Don & Cindy Ashworth, H/W 852 Vandalia Rd. Morgantown, WV 26501	Leased	0.51583333	0.58083333
Halbert & Peggy Ashworth H/W 23 Rose Hill Drive Bluffton, SC 29910	Leased	0.51583333	0.58083333
Carole Ann & William R. Strohm 1905 Loire Valley Road Johnson City, TN 37604	Leased	0.02149306	0.02420139
Barbara Rose & Keith Chitwood 2905 Fairway Close Terrace Lawrenceville, GA 30043	Leased	0.02149306	0.02420139
Rolfe Anthony & Mary Mullins 8784 Watt Cemetery Road Loudon, TN 37774	Leased	0.02149306	0.02420139

Tollie Conrad & Donna Mullins 8920 Fox Lake Drive Knoxville, TN 37923	Leased	0.02149306	0.02420139
Gay Revonne & Charles Gibson 9531 Grassy Meadow Blvd. Knoxville, TN 37931	Leased	0.02149306	0.02420139
Valerie Nicole & Michael Powers 608 Worcester Road Knoxville, TN 37934	Leased	0.00716435	0.00806713
Christopher Michael Mullins 1200 North Veitch St. Apt 319 Arlington, VA 22201	Leased	0.00716435	0.00806713
Julie Diane Mullins 456 Fritztown Road Sinking Spring, PA 19608	Leased	0.00716435	0.00806713
Catherine Mullins 4505 Woodbury Drive Raleigh, NC 27612	Leased	0.12895833	0.14520833
Stephen Mullins 767 College Ave. Apt. 300 Pittsburgh, PA 15232	Unleased	0.03223958	0.03630208
Brent Mullins 281 Bellemeade Memphis, Tn 38117	Leased	0.03223958	0.03630208
Marcia Smyth 713 Courtland Ave. Clarksville, TN 37043	Leased	0.03223958	0.03630208
Para Smith 9930 New Kent HWY New Kent, VA 23124	Leased	0.03223958	0.03630208
Kelver & Mattie Mullins, H/W 904 Millercrest Dr. Johnson City, TN 37604-4315	Leased	0.12895833	0.14520833
Bert Clifford Mullins and Marjorie Mullins, H/W 26182 Beech Hideaway Abingdon, VA 24211	Leased	0.12895833	0.14520833
Geraldine & Lee Counts, W/H 204 Heather View Drive Jonesborough, TN 37659	Leased	0.12895833	0.14520833

Anna Lee & Joe Stacker, W/H 1109 Haverhill Drive Brentwood, TN 37027	Leased	0.12895833	0.14520833
Gail Avaline Bristow and Bill Bristow, W/H 1437 Villa Forest Way Knoxville, TN 37919	Leased	0.12895833	0.14520833
Travis B. Tiller Box 59 Coeburn, VA 24230	Leased	0.20633333	0.23233333
Karen T. Taylor & Don E. Taylor 653 Redwood St. Mount Carmel, TN 37645	Leased	0.20633333	0.23233333
Neil C. Tiller & Martha R. Tiller 177 Meadow Lark Lane Lebanon, VA 24266	Leased	0.20633333	0.23233333
Daisy Buchanan Tiller 80-A Earhart Road Bluff City, TN 37618-1550	Leased	0.06877778	0.07744444
Donna Tiller Sizemore and Roger Sizemore, W/H 24107 Watauga Rd. Abingdon, VA 24211	Unleased	0.06877778	0.07744444
Michael Tiller 10033 Buffalo Grove Rd. Fort Worth, TX 76108	Leased	0.06877778	0.07744444
Virgil Jack Presley and Kathleen Presley, H/W HC 4 Box 93 Davenport, VA 24239	Leased	0.05158333	0.05808333
Donnie Lee Presley HC 4 Box 93 Davenport, VA 24239	Unleased	0.05158333	0.05808333
Julia Jacquelyn Presley 1043 Boston Knoll Road Davenport, VA 24239	Leased	0.05158333	0.05808333
Virgie Dean Presley 1387 Hartwig Dr. Troy, MI 48085	Leased	0.05158333	0.05808333

3 **Eivens Tiller Heirs:**
Tax Card ID - Minerals Only

Charlton Tiller 1021 West Main Street Abingdon, VA 24210	Leased	4.29166667	4.83666667
Chad & Patsy Barton, H/W P.O. Box T Haysi, VA 24256	Unleased	0.85833333	0.96733333
Peggy Barton P.O. Box 175 Bee, VA 24217	Unleased	0.17166667	0.19346667
Steve R. Barton P.O. Box 234 Haysi, VA 24256	Unleased	0.17166667	0.19346667
Chandra Cheryl Bostic & Kenny Bostic, W/H HC 4 Box 278 Bee, VA 24217	Unleased	0.17166667	0.19346667
Ricky Lane Barton & Pam Agnus Barton, H/W Box 242 Mack's Hollow Haysi, VA 24256	Unleased	0.17166667	0.19346667
Terry Lorenzen Barton and Barbara Gayle Barton, H/W P.O. Box 499 Haysi, VA 24256	Unleased	0.17166667	0.19346667
Louise B. Compton and James I. Compton, W/H 118 Graham Robinson Rd. Max Meadows, VA 24360	Unleased	0.85833333	0.96733333
Pamela Barton 7544 Finney Rd. Honaker, VA 24260	Leased	0.85833333	0.96733333
Mickey W. Barton and Becky Barton, H/W 3204 Indian Creek Bee, VA 24217-9603	Unleased	0.42916667	0.48366667
Wrenda Joetta Barton P.O. Box 444 Davenport, VA 24239	Unleased	0.42916667	0.48366667

Graham Kennedy Tiller and Betty Tiller, H/W 4601 Riderwood Way Chester, VA 23831	Leased	4.29166667	4.83666667
Don & Cindy Ashworth, H/W 852 Vandalia Rd. Morgantown, WV 26501	Leased	2.14583333	2.41833333
Halbert & Peggy Ashworth H/W 23 Rose Hill Drive Bluffton, SC 29910	Leased	2.14583333	2.41833333
Carole Ann & William R. Strohm 1905 Loire Valley Road Johnson City, TN 37604	Leased	0.08940972	0.10076389
Barbara Rose & Keith Chitwood 2905 Fairway Close Terrace Lawrenceville, GA 30043	Leased	0.08940972	0.10076389
Rolfe Anthony & Mary Mullins 8784 Watt Cemetery Road Loudon, TN 37774	Leased	0.08940972	0.10076389
Tollie Conrad & Donna Mullins 8920 Fox Lake Drive Knoxville, TN 37923	Leased	0.08940972	0.10076389
Gay Revonne & Charles Gibson 9531 Grassy Meadow Blvd. Knoxville, TN 37931	Leased	0.08940972	0.10076389
Valerie Nicole & Michael Powers 608 Worcester Road Knoxville, TN 37934	Leased	0.02980324	0.03358796
Christopher Michael Mullins 1200 North Veitch St. Apt 319 Arlington, VA 22201	Leased	0.02980324	0.03358796
Julie Diane Mullins 456 Fritztown Road Sinking Spring, PA 19608	Leased	0.02980324	0.03358796
Catherine Mullins 4505 Woodbury Drive Raleigh, NC 27612	Leased	0.53645833	0.60458333
Stephen Mullins 767 College Ave. Apt. 300 Pittsburgh, PA 15232	Unleased	0.13411458	0.15114583

Brent Mullins 281 Bellemeade Memphis, Tn 38117	Leased	0.13411458	0.15114583
Marcia Smyth 713 Courtland Ave. Clarkesville, TN 37043	Leased	0.13411458	0.15114583
Para Smith 9930 New Kent HWY New Kent, VA 23124	Leased	0.13411458	0.15114583
Kelver & Mattie Mullins, H/W 904 Millercrest Dr. Johnson City, TN 37604-4315	Leased	0.53645833	0.60458333
Bert Clifford Mullins and Marjorie Mullins, H/W 26182 Beech Hideaway Abingdon, VA 24211	Leased	0.53645833	0.60458333
Geraldine & Lee Counts, W/H 204 Heather View Drive Jonesborough, TN 37659	Leased	0.53645833	0.60458333
Anna Lee & Joe Stacker, W/H 1109 Haverhill Drive Brentwood, TN 37027	Leased	0.53645833	0.60458333
Gail Avaline Bristow and Bill Bristow, W/H 1437 Villa Forest Way Knoxville, TN 37919	Leased	0.53645833	0.60458333
Travis B. Tiller Box 59 Coeburn, VA 24230	Leased	0.85833333	0.96733333
Karen T. Taylor & Don E. Taylor 653 Redwood St. Mount Carmel, TN 37645	Leased	0.85833333	0.96733333
Neil C. Tiller & Martha R. Tiller 177 Meadow Lark Lane Lebanon, VA 24266	Leased	0.85833333	0.96733333
Daisy Buchanan Tiller 80-A Earhart Road Bluff City, TN 37618-1550	Leased	0.28611111	0.32244444
Donna Tiller Sizemore and Roger Sizemore, W/H 24107 Watauga Rd. Abingdon, VA 24211	Unleased	0.28611111	0.32244444

Michael Tiller 10033 Buffalo Grove Rd. Fort Worth, TX 76108	Leased	0.28611111	0.32244444
Virgil Jack Presley and Kathleen Presley, H/W HC 4 Box 93 Davenport, VA 24239	Leased	0.21458333	0.24183333
Donnie Lee Presley HC 4 Box 93 Davenport, VA 24239	Unleased	0.21458333	0.24183333
Julia Jacquelyn Presley 1043 Boston Knoll Road Davenport, VA 24239	Leased	0.21458333	0.24183333
Virgie Dean Presley 1387 Hartwig Dr. Troy, MI 48085	Leased	0.21458333	0.24183333
4 Tax Card ID - 20976 Range Resources - Pine Mountain, Inc. Attn: Jerry Grantham PO Box 2136 Abingdon, VA 24212	Owner	19.02000000	21.43000000
5 Tax Card ID - 20418 Range Resources - Pine Mountain, Inc. Attn: Jerry Grantham PO Box 2136 Abingdon, VA 24212	Owner	26.30000000	29.64000000
TOTAL GAS ESTATE		100.00000000	112.69000000
Percentage of Unit Leased		91.36131944	
Percentage of Unit Unleased		8.63868056	
Acreage in Unit Leased		102.95489583	
Acreage in Unit Unleased		9.73510417	

Exhibit "B-3" - Unleased Owners
V-530046 Revised 1/19/09

Tract	Lessor	Lease Status	Interest Within Unit	Gross Acreage in Unit
-------	--------	-----------------	-------------------------	--------------------------

Gas Estate Only

1	<u>Eivens Tiller Heirs:</u> Tax Card ID - Minerals Only			
---	---	--	--	--

Chad & Patsy Barton, H/W
P.O. Box T
Haysi, VA 24256

Unleased

0.75800000

0.85433333

Peggy Barton
P.O. Box 175
Bee, VA 24217

Unleased

0.15160000

0.17086667

Steve R. Barton
P.O. Box 234
Haysi, VA 24256

Unleased

0.15160000

0.17086667

Chandra Cheryl Bostic &
Kenny Bostic, W/H
HC 4 Box 278
Bee, VA 24217

Unleased

0.15160000

0.17086667

Ricky Lane Barton &
Pam Agnus Barton, H/W
Box 242 Mack's Hollow
Haysi, VA 24256

Unleased

0.15160000

0.17086667

Terry Lorenzen Barton and
Barbara Gayle Barton, H/W
P.O. Box 499
Haysi, VA 24256

Unleased

0.15160000

0.17086667

Louise B. Compton and
James I. Compton, W/H
118 Graham Robinson Rd.
Max Meadows, VA 24360

Unleased

0.75800000

0.85433333

Mickey W. Barton and
Becky Barton, H/W
HC 4 Box 273
Bee, VA 24217-9603

Unleased

0.37900000

0.42716667

	Wrenda Joetta Barton P.O. Box 444 Davenport, VA 24239	Unleased	0.37900000	0.42716667
	Stephen Mullins 767 College Ave. Apt. 300 Pittsburgh, PA 15232	Unleased	0.11843750	0.13348958
	Donna Tiller Sizemore and Roger Sizemore, W/H 24107-Watauga Rd. Abingdon, VA 24211	Unleased	0.25266667	0.28477778
	Donnie Lee Presley HC 4 Box 93 Davenport, VA 24239	Unleased	0.18950000	0.21358333
2	<u>Eivens Tiller Heirs:</u> Tax Card ID - Minerals Only			
	Chad & Patsy Barton, H/W P.O. Box T Haysi, VA 24256	Unleased	0.20633333	0.23233333
	Peggy Barton P.O. Box 175 Bee, VA 24217	Unleased	0.04126667	0.04646667
	Steve R. Barton P.O. Box 234 Haysi, VA 24256	Unleased	0.04126667	0.04646667
	Chandra Cheryl Bostic & Kenny Bostic, W/H HC 4 Box 278 Bee, VA 24217	Unleased	0.04126667	0.04646667
	Ricky Lane Barton & Pam Agnus Barton, H/W Box 242 Mack's Hollow Haysi, VA 24256	Unleased	0.04126667	0.04646667
	Terry Lorenzen Barton and Barbara Gayle Barton, H/W P.O. Box 499 Haysi, VA 24256	Unleased	0.04126667	0.04646667
	Louise B. Compton and James I. Compton, W/H 118 Graham Robinson Rd. Max Meadows, VA 24360	Unleased	0.20633333	0.23233333

Mickey W. Barton and Becky Barton, H/W HC 4 Box 273 Bee, VA 24217-9603	Unleased	0.10316667	0.11616667
---	----------	------------	------------

Wrenda Joetta Barton P.O. Box 444 Davenport, VA 24239	Unleased	0.10316667	0.11616667
---	----------	------------	------------

Stephen Mullins 767 College Ave. Apt. 300 Pittsburgh, PA 15232	Unleased	0.03223958	0.03630208
--	----------	------------	------------

Donna Tiller Sizemore and Roger Sizemore, W/H 24107 Watauga Rd. Abingdon, VA 24211	Unleased	0.06877778	0.07744444
---	----------	------------	------------

Donnie Lee Presley HC 4 Box 93 Davenport, VA 24239	Unleased	0.05158333	0.05808333
--	----------	------------	------------

3 **Eivens Tiller Heirs:**
Tax Card ID - Minerals Only

Chad & Patsy Barton, H/W P.O. Box T Haysi, VA 24256	Unleased	0.85833333	0.96733333
---	----------	------------	------------

Peggy Barton P.O. Box 175 Bee, VA 24217	Unleased	0.17166667	0.19346667
---	----------	------------	------------

Steve R. Barton P.O. Box 234 Haysi, VA 24256	Unleased	0.17166667	0.19346667
--	----------	------------	------------

Chandra Cheryl Bostic & Kenny Bostic, W/H HC 4 Box 278 Bee, VA 24217	Unleased	0.17166667	0.19346667
---	----------	------------	------------

Ricky Lane Barton & Pam Agnus Barton, H/W Box 242 Mack's Hollow Haysi, VA 24256	Unleased	0.17166667	0.19346667
--	----------	------------	------------

Terry Lorenzen Barton and Barbara Gayle Barton, H/W P.O. Box 499	Unleased	0.17166667	0.19346667
--	----------	------------	------------

Haysi, VA 24256

Louise B. Compton and
James I. Compton, W/H
118 Graham Robinson Rd.
Max Meadows, VA 24360

Unleased

0.85833333

0.96733333

Mickey W. Barton and
Becky Barton, H/W
HC 4 Box 273
Bee, VA 24217-9603

Unleased

0.42916667

0.48366667

Wrenda Joetta Barton
P.O. Box 444
Davenport, VA 24239

Unleased

0.42916667

0.48366667

Stephen Mullins
767 College Ave. Apt. 300
Pittsburgh, PA 15232

Unleased

0.13411458

0.15114583

Donna Tiller Sizemore and
Roger Sizemore, W/H
24107 Watauga Rd.
Abingdon, VA 24211

Unleased

0.28611111

0.32244444

Donnie Lee Presley
HC 4 Box 93
Davenport, VA 24239

Unleased

0.21458333

0.24183333

TOTAL GAS ESTATE**8.63868056****9.73510417**INSTRUMENT #090001771
RECORDED IN THE CLERK'S OFFICE OF
DICKENSON ON
SEPTEMBER 28, 2009 AT 03:29PMRICHARD W. EDWARDS, CLERK
RECORDED BY: CJF